

Building Better Bylaws

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Bylaws are the core defining and governing document of any organization. Whether the organization has a separate “constitution” or their single governing document is named “constitution and bylaws” (or some other name), the term “bylaws” is used in *Robert’s Rules of Order Newly Revised* (RONR) and in this article to designate that document or those documents containing the name, purpose, organization and structure that define the organization and which distinguish it from others. Here are some pointers for building better bylaws.

1. Have a single document, and call it “bylaws” (older spellings—e.g., by-laws, bye laws—are obsolete and not preferred). If some articles or sections need a different level of difficulty for amendment, say so in the article or section; there is no need to have a separate constitution just to have a few things like the purpose safeguarded by a higher vote requirement for amendment. Having a single document helps immensely in avoiding conflicting rules between two separate documents, and makes it much easier to find a given rule.
2. Start off with the standard articles in RONR (NO MOME C PA – Name, Object, Members, Officers, Meetings, Executive Board, Committees, Parliamentary Authority, Amendments) and add, delete, split or expand as needed. Many groups use “Purpose” instead of “Object” and some use both. Ensure that the Parliamentary Authority article exists and that its language conforms reasonably well to that suggested by the manual. Nonprofit corporations and subsidiary bodies often have articles on dissolution to predetermine where assets will go. If any article gets disproportionately big, it may be useful to split it (e.g., *Meetings* and *Conventions*).

Ideas for extra article headings come from *The Standard Code of Parliamentary Procedure* (TSC) and *Demeter’s Manual of Parliamentary Law and Procedure* (DM). TSC (p.253) suggests bylaw articles for name, purpose, membership, officers, board of directors, meetings, committees, finances, terms of offices, elections, quorum, discipline and expulsion of members, parliamentary authority, policies, amendments to bylaws, dissolution. DM (p.193) lists these possible bylaw articles: name; location of headquarters; nonprofit, nonsectarian and nonpolitical; members; qualifications for membership; voting on new members; dues; officers (nomination, election, eligibility, vote required to elect, term, duties, oath); resignation from office; filling vacancies; penalty for absenteeism; grounds for removal; salary, compensation per diem; immediate past president; meetings; quorum; order of business; executive board, standing and special committees; composition, meetings, duties, powers, elections or appointment; resignation from membership, reinstatement; annual convention; assessments and fines; installation of new officers or members; limiting expenditures; ladies auxiliary; parliamentary manual; amendments to bylaws.

3. Put a table of contents at the beginning, listing the article (and section) titles. This can be an enormous help.
4. If you have a higher level rule (HLR), rather than repeat the HLR in the bylaws in bylaw form, have your bylaw say something like, “The national bylaws shall govern regarding ...” and then, at the end of the paragraph, insert a bracketed, italicized [*Note: ...*] containing the exact text of the HLR (citing which rule it is, and the date that the HLR document was last amended). This practice enables new bylaws to be printed with a simple editorial change to the note when the HLR changes rather than have a bothersome bylaw amendment, and it also meets the need to have the rule embodied in your own bylaws for easy reference. A HLR could be from a parent organization, or applicable law, such as for nonprofit corporations.

If the group is a nonprofit corporation or restricted by IRS rules (such as a 501-c-3 organization), research what applies and is of special need to be noted by members and officers using your bylaws, and add notes either embedded in the bylaws or as an appendix. Applicable state laws may require a majority vote of those present, stipulate quorum and notice requirements, govern executive committee structure, permit proxies, etc.

5. Add a “Bylaw Calendar” as an appendix. When is the annual meeting? When do committees get created and report? When are dues due? When do meeting notices go out? When are delegates elected? When are bylaw amendment proposals due?

6. Use RONR's sample bylaws (pp. 565-570) as a guide for style and ideas.
7. If the organization's longstanding and preferred practice doesn't match the bylaws, amend the bylaws!

Better bylaws enable organizations to spend more of their energy accomplishing their purpose.

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